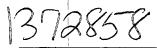
## **FORM D**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



3235-0076

OMB Number:

Expires:

Estimated average burden hours per response.....16.00



Filing Under (Check box(e	es) that apply):	504 Rule 505 Rule 506	Section	4(6) 1	KIDLOE	
	w Filing Amendment	504	Section	(4(0)	HÉCEIVED	
		A. BASIC IDENTIFICATIO	N DATA		AUG 1 4 2006	
. Enter the information	requested about the issuer				<u> </u>	
Name of Issuer (  che Clare Enterprises LLC	ck if this is an amendment ar	nd name has changed, and indicate	e change.)	110	213	
Address of Executive Offi	ces	(Number and Street, City, S	state, Zip Coo	de)	Telephone Number (	Including Area Code)
121 River Drive, Muns					19.588.4627	1
Address of Principal Busin if different from Executive	•	(Number and Street, City,	State, Zip Co	ode)	Telephone Number	(Including Area Code)
Brief Description of Busin	ness			J		
Real Estate Developm	ent					PROCESSE
Type of Business Organiz corporation		partnership, already formed	<b>∠</b> oth	her (ple	ase specify):	AUG 1 6 2006
business trust	limited p	partnership, to be formed				WAR & STO
		Month Year			<u></u>	THOMSON
	of Incorporation or Organiza	tion: 0 3 0 0 12 two-letter U.S. Postal Service abb	لشا		ıted	FINANCIAL
unsured of meorporati	,	or Canada; FN for other foreign ju	li li	State,		- <del> </del>
GENERAL INSTRUCTI	ONS					:
Federal: <i>Who Must File</i> : All issuers 77d(6).	s making an offering of securi	ties in reliance on an exemption ur	der Regulatio	on D or	Section 4(6), 17 CFR 2	30.501 et seq. or 15 U.S.C.
and Exchange Commissio	n (SEC) on the earlier of the	days after the first sale of securit date it is received by the SEC at t ates registered or certified mail to	ne address gi	ven bel		
Where To File: U.S. Secu	irities and Exchange Commi	ssion, 450 Fifth Street, N.W., Wa	shington, D.C	C. <b>20</b> 54	19.	
	) copies of this notice must be lly signed copy or bear typed	oe filed with the SEC, one of whic for printed signatures.	h must be ma	anually	signed. Any copies no	t manually signed must be
	quested in Part C, and any ma	nformation requested. Amendme aterial changes from the information				
Filing Fee: There is no f	ederal filing fee.					1
ULOE and that have ado are to be, or have been m	pted this form. Issuers rely: nade. If a state requires the his notice shall be filed in the	Iniform Limited Offering Exemping on ULOE must file a separate payment of a fee as a precondition appropriate states in accordan	e notice with on to the cla	the Se	curities Administrator the exemption, a fee i	in each state where sales n the proper amount shall
		ATTENTION-	<u> </u>			<u> </u>
Failure to file notic	e in the appropriate sta	tes will not result in a loss (		ral exe	emption. Converse	ly, failure to file the
	notice will not result in	a loss of an available state				
SEC 1972 (6-02)		t to the collection of informa				1 of 9

required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years,	
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition	n of, 10% or more of a class of equity securities of the issuer
Each executive officer and director of corporate issuers and of corporate general and management.	anaging partners of partnership issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: 📝 Promoter 📝 Beneficial Owner 📝 Executive Officer	r ☑ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)  Lawrence McCulloch	
Business or Residence Address (Number and Street, City, State, Zip Code) 421 River Drive, Munster, Indiana 46231	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	r Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	T Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	Director General and/or Managing Partner
Full Name (Last name first, if individual)	# P P P P P P P P P P P P P P P P P P P
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Full Name (Last name first, if individual)	
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Check Box(es) that Apply: Proraoter Beneficial Owner Executive Office	er Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this	s sheet, as necessary)

Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered as a broker or dealer, unways that the information for that broker or dealer only.  Full Name (Last name first, if individual)  NONE  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	11, 11,					B. It	(FORMATI	ON ABOU	I OFFERIN	G				
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	1. I	Has the	issuer sold.	or does th	e issuer in	tend to sel	l. to non-ac	ccredited in	rvestors in	this offeri	ng?			
3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  NONE  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AL AK AZ AR CA CO CT DE DC FL GA HI ID  III IN IA KS KY LA ME MD MA MI MN MS MO  MT NE NV NH NJ NM NY NC ND OH OK OR PA  RI SC SD TN TX UT VT VA WA WV WI WY PR  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)			,								-		•	_
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4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  NONE  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AL AK AZ AR CA CO CT DE DC FL GA HI DD  IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA  RI SC SD TN TX UT VT VA WA WV WI WY PR  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)	3. I	Does the offering permit joint ownership of a single unit?												
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## Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box [ ] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt ..... \$ 0.00 Common Preferred Convertible Securities (including warrants) \$ Other (Specify Total \$ 500,000.00 \$ 0.00 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases § 125,000.00 Accredited Investors S 0.00 Non-accredited Investors 0 \$ 0.00 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C 📙 Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 Regulation A Rule 504 Common Interes s 125,000.00 s 125,000.00 Total ...... Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 0.00 Transfer Agent's Fees § 0.00 Printing and Engraving Costs.... 20,000.00 Legal Fees 0.00 \$ Accounting Fees 0.00 Engineering Fees 0.00 Sales Commissions (specify finders' fees separately) 0.00 Other Expenses (identify) 20,000.00 Total 7

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C OFFERING PRICE		ì	
	and total expenses furnished in response to	gate offering price given in response to Part C — Qu Part C — Question 4.a. This difference is the "adjust	ed gross	480,000.00 \$
5.	each of the purposes shown. If the amou	gross proceed to the issuer used or proposed to be unt for any purpose is not known, furnish an estin he total of the payments listed must equal the adjust se to Part C — Question 4.b above.	nate and	
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	Other (specify):		🗆 \$	\$
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	Total Payments Listed (column totals ad-	ded)		3 <u>480,000.00</u>
		D. FEDERAL SIGNATURE		
sig	nature constitutes an undertaking by the iss	ned by the undersigned duly authorized person. If t suer to furnish to the U.S. Securities and Exchange y non-accredited investor pursuant to paragraph ()	Commission, upon	
	uer (Print or Type)	Signature	Date	
	uer (Print or Type) lare Enterprises LLC	Signature & culloch	Date July 14, 20	06
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		E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 pre provisions of such rule?	, , , , , , ,		Yes No
	See A	Appendix, Column 5, for state re	sponse.	
2.	The undersigned issuer hereby undertakes to fu D (17 CFR 239.500) at such times as required	•	any state in which this	notice is filed a notice on Form
3.	The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state administrator	s, upon written request	, information furnished by the
4.	The undersigned issuer represents that the iss limited Offering Exemption (ULOE) of the sta of this exemption has the burden of establishing	te in which this notice is filed an	d understands that the i	
	er has read this notification and knows the conter ho <del>r</del> ized person.	nts to be true and has duly caused (	this notice to be signed o	n its behalf by the undersigned
ssuer (I	Print or Type)	Signature	Date	
Clare Er	nterprises LLC	Lawrence M Cull	ah July 14	, 2006
Name (I	Print or Type)	Title (Print or Type)		
Lawren	ce McCulloch	Manager		

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX												
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Ŋ	Number of Non-Accredited Investors	Amoun		Yes	No	
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1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	irchas	stor and sed in State em 2)				te ULOE attach ation of granted)	
State	Yes	No		Number of Accredited Investors	Amount		Number of n-Accredited Investors	Amount		Yes	No	
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APPENDIX												
l		2 3			4					5 Disqualification under State ULOE		
	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of investor and amount purchased in State  (Part C-Item 2)					1	(if yes, explana waiver		
State	Yes	No		Number of Accredited Investors	Amount	N	Number of on-Accredited Investors	Amount		Yes	No	
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